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SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

One O'hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018-4214

Tel 847.318.7575
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August 2, 2011

Chief Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Notice of Memorandum of Partial Lease Termination

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals of a Notice of Memorandum of Partial Lease Termination dated August 2, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Memorandum of Lease evidencing such lease Equipment which was duly filed at the Surface Transportation Board on March 20, 2003 and also on July 10, 2007 under Recordation Numbers 22538-D, 22538-E and 22538-I respectively.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 N River Road, Suite 5000
Rosemont, IL 60018 USA

Lessee: Dakota, Missouri Valley & Western Railroad, Inc.
3501 E. Rosser Avenue
Bismarck, ND 58501

The enclosed document is for six (6) locomotives, (see Exhibit A for locomotive numbers) which have been terminated in all respects and are no longer covered under the Lease.

A short summary of the document to appear in the index follows: Notice of Memorandum of Partial Lease Termination

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,

Marcia Dunne
Senior Documentation Specialist

Enclosures

(DMVW026, 029, 040)

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NOTICE OF MEMORANDUM OF PARTIAL LEASE TERMINATION

SURFACE TRANSPORTATION BOARD

THIS NOTICE OF MEMORANDUM OF PARTIAL LEASE TERMINATION (the "Memorandum") dated as of Aug 2, 2011 is made by First Union Rail Corporation (the "Lessor"), a North Carolina corporation, and pertains to that certain Lease Agreement dated as of February 13, 2003, (collectively, the "Lease"), between Lessor and Dakota, Missouri Valley & Western Railroad, Inc. (the "Lessee").

WITNESSETH:

WHEREAS, Lessor and Lessee entered into the Lease whereby Lessor has agreed to lease to Lessee certain locomotives (the "Equipment") as more particularly described in on Exhibit A attached hereto; and,

WHEREAS, Lessor and Lessee entered into certain Memorandum of Lease, evidencing the above-described Lease of such Equipment, which were filed at the Surface Transportation Board on March 20, 2003 at 2:25 p.m. and 2:33 p.m. with recordation numbers 22538-D and 22538-E respectively, and also on July 10, 2007 at 3:29 p.m. with recordation number 22538-I.

WHEREAS, certain Equipment has been released and is no longer covered under the Lease; and,

NOW, THEREFORE, the Lessor desires to clarify the public record state as follows:

1. This Notice serves as notice that the Equipment listed on the attached Exhibit A as evidenced by the Memorandum of Lease filed with the Surface Transportation Board have been terminated in all respects.
2. All of the interest of the Lessee, its successors and assigns, in the Equipment listed on Exhibit A arising pursuant to the Lease has been terminated.
3. Lessor wishes to record this Notice of Partial Termination of Memorandum of Lease so as to release the lien with respect to the Equipment.

IN WITNESS WHEREOF, the party hereto has caused this Memorandum to be duly executed by their respective officer duly authorized as of the date and year first above written (and the undersigned declares under penalty of perjury that he holds the title indicated below and that the execution of this Memorandum was the free act and deed of its corporation).

LESSOR:

FIRST UNION RAIL CORPORATION

Name: John J. Thomas

Title: President

Signature: 

EXHIBIT A
to
MEMORANDUM OF PARTIAL LEASE TERMINATION

NUMBER OF LOCOMOTIVES:	Six (6)
DESCRIPTION OF LOCOMOTIVES:	EMD/Boise GP40M-3R Locomotives; 3000 horsepower
LOCOMOTIVE NUMBERS:	FURX 1163 FURX 1166 FURX 1171 FURX 1173 FURX 1175 FURX 1176